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June 27, 1997

Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment of Carlos Diaz & Assoc.
Architects, Inc.

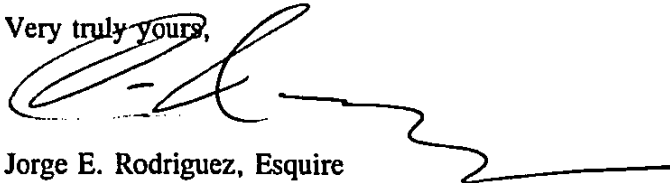
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*****35.00 *****35.00

Dear Gentlemen:

Please find herewith a check in the amount of \$35.00 constituting the filing fee for the Articles of Amendment to Articles of Incorporation of Carlos Diaz & Assoc. Architects, Inc., enclosed herein.

I thank you for your prompt attention to this matter.

Very truly yours,



Jorge E. Rodriguez, Esquire
JER/jl

Enclosures

Corresponding Firms

ANDERSEN & ASOCIADOS
San Antonio de Desamparados
Calle Batalla - Casa No. 463
Apdo. 10502-1000
San José, Costa Rica
Tel 506-276-9067
Fax 506-276-9573

PARIS & SEIJAS, A.C.
Oficentro Neur. 3ra.
Transversal Altamira
entre Avdas. Luis Roche
y San Juan Bosco
Planta Alta. Oficina No. 5
Apdo. Correos Altamira 68838
Caracas 1062, Venezuela
Tel 582-261-7572
Fax 582-261-9620

FILED
97 JUL - 1 AM 9 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SW 7/7

N/C Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CARLOS DIAZ & ASSOC. ARCHITECTS, INC.

FILED
97 JUL -1 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendments adopted:

**Article I
Name**

The name of the Corporation shall be:

Carlos Diaz & Assoc. Architects, P.A.

Second: Articles added:

**Article VII
Duration**

This Corporation shall have perpetual existence commencing on the effective date.

**Article VIII
Purpose**

This Corporation is filed under Chapter 621 of the Florida Statutes. The purpose of this Corporation is to engage in the rendering of architectural services.

Article IX
Board of Directors

This Corporation shall have one (1) Director initially. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The Name and address of the initial Director is:

Carlos Diaz 8323 N.W. 12th Street
Suite 108
Miami, Florida 33126

Article X
By-Laws

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

Article XI
Indemnification

The Corporation shall indemnify any officer or director, or any former Officer or Director to the full extent permitted by law.

Article XII
Preemptive Rights

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII
Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

Article XIV
**Limitation on Issuance and
Transfer of Ownership**

This Corporation shall not issue any of its capital stock to anyone other than a professional corporation, professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. No shareholder of this Corporation may

sell or transfer his shares in this Corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of this Corporation.

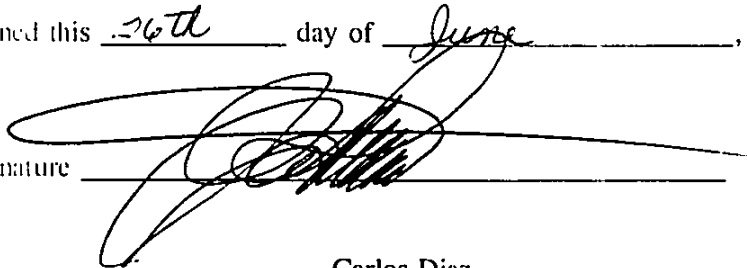
Third: The date of each amendments adoption: July 1, 1997.

Fourth: Adoption of Amendment(s):

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of June, 19997.

Signature

A large, stylized handwritten signature in black ink, appearing to read 'Carlos Diaz', is written over a horizontal line.

Carlos Diaz

Typed or printed name

Incorporator

Title